

From: [Gary Fegel <gary@fegel.com>](mailto:gary@fegel.com)
To: ehud barak <ehbarak1@gmail.com>
CC:
Date: Mon, 8/4/2014 3:02:24 AM
Subject: Re: GuardiCore next financing round

Hi Ehud
Hope all is well with you.
Hyperion is the manager of TrueSec. You can sign as the manager of Hyperion.
I call you tomorrow to discuss.
Best
Gary

On 3 Aug 2014, at 22:08, ehud barak <ehbarak1@gmail.com> wrote:

Gary Hi
Let's discuss cover the phone what should be done re this by us.
Best
EB

Sent from my iPhone

Begin forwarded message:

From: Raanan Lerner <raanan@meitar.com>
Date: August 3, 2014 at 20:13:25 GMT+3
To: Ehud Weinstein <udi@ehudweinstein.com>, ehud barak <ehbarak1@gmail.com>, Gary Fegel <gary@fegel.com>, "Ofir Shalvi (oshalvi@yahoo.com)" <oshalvi@yahoo.com>, ariel maislos <ariel@maislos.com>, "Gil Goren (gil.goren@gmail.com)" <gil.goren@gmail.com>, Meir Feder <meir.fed@gmail.com>, "eli@ben-dor.com" <eli@ben-dor.com>
Cc: "Pavel Gurvich (pavel@guardicore.com)" <pavel@guardicore.com>, Dalia Litay <dalial@meitar.com>, Ori Charag <oric@meitar.com>
Subject: RE: GuardiCore next financing round

Hi all,

Attached please find the substantially final main documents in connection with the B round, as well as the cap table. I am also attaching separate signature pages (in PDF), which I request each of you to sign and return to me.

We are aiming at signing and closing shortly so I appreciate your prompt response. If needed, I am available to answer any questions.

Regards,

Raanan

Raanan Lerner, Partner | [Bio](#)
Meitar Liquornik Geva Leshem Tal, Law Offices
16 Abba Hillel Rd. Ramat Gan 5250608, ISRAEL
Tel - 972-3-6103135 Direct Fax - 972-3-6103767
www.meitar.com

<image003.jpg>

This email message and any attachments thereto are confidential and/or privileged and/or subject to privacy laws and are intended only for use by the addressee(s) named above. If you are not the intended addressee, you are hereby kindly notified that any dissemination, distribution, copying or use of this email and any attachments thereto is strictly prohibited. If you have received this email in error, kindly delete it from your computer system and notify us at the telephone number or email address appearing above. The writer asserts in respect of this message and attachments all rights for confidentiality, privilege or privacy to the fullest extent permitted by law. Thank you.

From: Ehud Weinstein [<mailto:udi@ehudweinstein.com>]
Sent: Friday, July 25, 2014 11:15 AM
To: ehud barak; Gary Fegel; Ofir Shalvi (oshalvi@yahoo.com); ariel maislos; Gil Goren (gil.goren@gmail.com); Meir Feder; eli@ben-dor.com
Cc: Pavel Gurvich (pavel@guardicore.com); Raanan Lerner
Subject: Guardicore next financing round

Dear Round A Investors,

Guardicore is moving forward with its next round of financing as outlined below. Closing is expected sometimes next week.

1. Guardicore is raising \$11M (Battery - \$6.75M, EMC/VMware - \$2.06M, Round A Investors – \$2.19M), at a pre-money valuation of \$27M.
2. The preferred B Shares are non participating preferred, just as the preferred A shares. In addition, Round A investors maintain their veto rights.
3. On this occasion, the 3 founders will sell shares in the aggregate amount of \$2.5M (the ordinary shares sold by the founders shall be converted on a 1-to-1 basis to Preferred B Shares). Greylock will purchase at least \$2.0M of these shares. The sale of shares by the founders does not involve any dilution to the investors.

The complete investment agreement and Cap Table will be forwarded to you soon by Raanan, our lawyer.

I would like to thank you all for your cooperation.

Best regards, Udi.

<G1480670-V015 AOA MLGLT agreed version clean.docx>

<G1480672-V013 IRA (agreed version).doc>

<G1496814-V013 SPA MLGLT Aug 3 - clean).doc>

<Current SH signature Pages FINAL.PDF>

<guardicore cap Aug 3.xlsx>

<Round A SPA amd. clean.docx>

<SH clean.docx>

<BOD1 clean.docx>

<BOD2 clean.docx>